

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION

IN RE
INDEPENDENCE FUEL SYSTEMS, LLC
DEBTOR

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CASE 22-60301-11

AGREED ORDER CONFIRMING DEBTOR'S AMENDED PLAN OF REORGANIZATION

CAME ON FOR CONSIDERATION by the Court at the confirmation hearing held on December 12, 2022 on Debtor's Amended Plan of Reorganization Dated November 30, 2022, and amended by Debtor's Amended Plan of Reorganization filed December 14, 2022 (collectively "Plan"¹) filed by Independence Fuel Systems, LLC. The Plan having been transmitted to all creditors, equity interest holders and parties-in-interest and after hearing the evidence presented, and the argument of counsel, and being advised that the Objections to Confirmation filed by Gregg County, Eastern Fuels, LLC, Eastern Fuel Properties, LLC and Eastman Midstream, LP have been resolved by the agreements reflected in this the Plan, or announced in Open Court, concludes as follows:

1. At least one Class of impaired creditors has voted to accept the Plan.
2. The Plan complies with the applicable provisions of Title 11, and the Debtor, as the plan proponent, has complied with the applicable provisions of Title 11.
3. The Plan has been proposed in good faith and not by any means forbidden by law.

¹All capitalized words and phrases used in this Order and which are not otherwise defined in this Order shall have the meaning given in the Plan.

4. The requisite number of impaired classes of claims or interests voting have voted to accept the Plan.

5. All payments made or promised to be made by the Debtor or any other person for services or for costs and expenses in, or in connection with, the Plan, and incident to the case, have been disclosed to the Court and are reasonable or, if to be fixed after Confirmation of the Plan, will be subject to the approval of the Court.

6. The identity, qualifications, and affiliations of the persons who are to serve the Debtor, after Confirmation of the Plan, have been fully disclosed, and the appointment of such persons to such offices, or their continuance therein, is equitable, and consistent with the interests of the creditors and equity security holders and with public policy.

7. The identity of any insider that will be employed or retained by the Debtor and her compensation has been fully disclosed.

8. The Plan does not affect any rate change of any regulatory commission with jurisdiction over the rights of the Debtor.

9. The Plan is not likely to be followed by further need for reorganization.

10. The Plan does not affect any retiree benefits.

11 This is a consensual Plan under 11 U.S.C. § 1191(a).²

12. The modifications to the Plan announced on the record and which are set forth in the Plan as attached as Exhibit “A” comply with 11 U.S.C. § 1127.

² Eastman and Former Management of the Debtor support the confirmation of the Plan; however, dispute some of the allegations therein. Eastman and Former Management reserve and do not waive any rights to dispute any of the alleged facts in the Plan in other legal setting by agreeing to this Agreed Order.

13. The Debtor reserves the right to object to the amount and allowance of all claims except as provided in the Plan, after Confirmation. All such objections shall be filed within sixty (60) days of the Effective Date, as defined in the Plan.

It is accordingly,

ORDERED, ADJUDGED AND DECREED the Plan of Reorganization, as attached hereto as Exhibit "A" is confirmed. It is further,

ORDERED, ADJUDGED AND DECREED the modifications to the Plan announced in open Court and included in the Plan as attached hereto as Exhibit "A" are approved.

ORDERED, ADJUDGED AND DECREED that in the event and to the extent that any provision of this Order conflicts with any provision of the Plan, the provisions of the Plan shall control.

Signed on 12/16/2022



Agreed:

THE HONORABLE JOSHUA P. SEARCY
UNITED STATES BANKRUPTCY JUDGE

_____/s/ John Turner_____
John Turner, Counsel for Gregg County

_____/s/ Emily Wall_____
Emily Wall, Counsel for Eastern Fuels, LLC and Eastern Fuel Properties, LLC

_____/s/ Holly Hamm_____
Holly Hamm, Counsel for Eastman Midstream, LP.

_____/s/ Eric Liepins_____
Eric Liepins, Counsel for Debtor